

JOHN J. MURPHY III, P.A.

Attorney and Counselor at Law

3860 SHERIDAN STREET
HOLLYWOOD, FL 33021-3634

JOHN J. MURPHY III
MEMBER FLORIDA AND NEW YORK BARS

TELEPHONE: 954-981-6760
TELECOPIER: 954-981-9729

January 16, 1997



**SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399**

**RE: COMTRUST DEVELOPMENT CORPORATION
OUR FILE NO.: 97-018 JM**

700002077747--3
-02/05/97--01010--002
****122.50 ****122.50

Dear Gentlemen:

Enclosed herein please find **CERTIFICATE OF INCORPORATION** for **COMTRUST DEVELOPMENT CORPORATION**, together with my trust account check in the amount of **\$122.50** to cover the filing fee of same. Please be advised that the name, **COMTRUST DEVELOPMENT CORPORATION**, was reserved for **120 days** beginning **OCTOBER 15, 1996**, pursuant to **FLORIDA DEPARTMENT OF STATE Letter No. 096A00047203**, under reservation number **R96000004943**

Please furnish this office with a **CERTIFIED COPY** of same I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

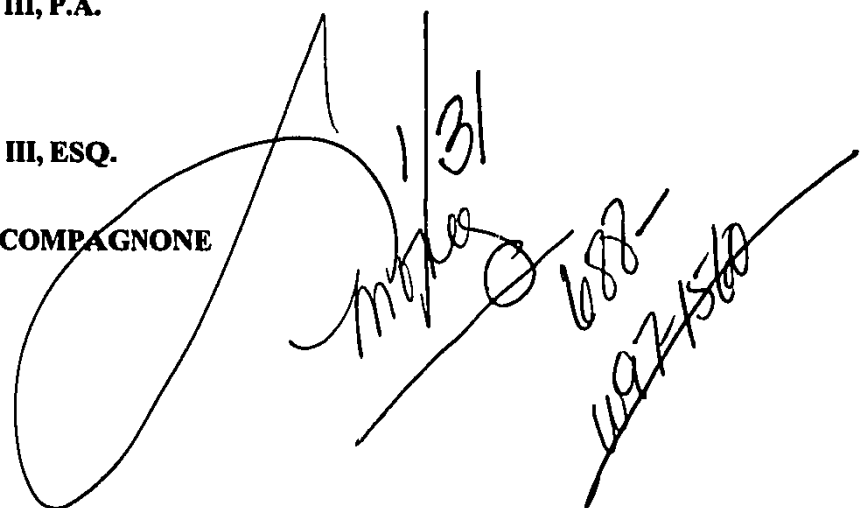
Very truly yours,

JOHN J. MURPHY III, P.A.

JOHN J. MURPHY III, ESQ.

JJM/sca
Enclosures

cc: **ANTHONY COMPAGNONE**



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mpe
688-
497450



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1996

CSC NETWORKS

The name **COMTRUST DEVELOPMENT CORPORATION** has been reserved for 120 days beginning **October 15, 1996**. The reservation number is **R9600004943** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 096A00047203

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

97-018JM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1997

JOHN J. MURPHY, III, P.A.
3860 SHERIDAN ST
HOLLYWOOD, FL 33021-3634

SUBJECT: COMTRUST DEVELOPMENT CORPORATION
Ref. Number: W97000001560

We have received your document for COMTRUST DEVELOPMENT CORPORATION. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 797A00003094

CERTIFICATE OF INCORPORATION
OF
COMTRUST DEVELOPMENT CORPORATION

I, THE UNDERSIGNED, hereby associate myself together with the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I.

The name of this corporation shall be **COMTRUST DEVELOPMENT CORPORATION**.

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be:

1. To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartments houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, street, avenues, highways, alleys, courts, path, walks, parks, and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to

encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the **Laws of the State of Florida** upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the **State of Florida**, or in any State, Territory, or dependency of the **United States**, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

ARTICLE III.

The authorized capital stock of this corporation shall be **one hundred (100)** shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the **Board of Directors** at a regular or special meeting called for that purpose. Property,

labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV.
AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.**

ARTICLE V.
PRINCIPAL OFFICE

The principal office of the corporation shall be located at **17888 FIELDBROOK
CIRCLE WEST, BOCA RATON, FLORIDA 33496.**

with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

ARTICLE VI.
CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE VII.
NUMBER OF DIRECTORS

The number of directors shall be not less than **one (1)** nor more than **three (3)**, but the by-laws may provide for such increase or decrease in number thereof as is authorized by law.

**ARTICLE VIII.
DIRECTORS**

The names and addresses of the first **Board of Directors** of this corporation are:

ANTHONY COMPAGNONE
President/Secretary

**1788 FIELDBROOK CIRCLE WEST
BOCA RATON, FLORIDA
33496**

**ARTICLE IX.
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

ANTHONY COMPAGNONE
President/Secretary

**1788 FIELDBROOK CIRCLE WEST
BOCA RATON, FLORIDA
33496**

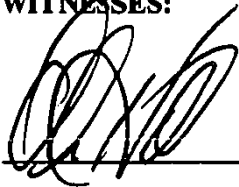
**ARTICLE X.
REGISTERED AGENT**

JOHN J. MURPHY III, ESQ., is hereby named as the original **Registered Agent** of this corporation, upon whom service of process may be held in accordance with the laws of the State of Florida, and the street address of the initial Registered Agent's office is:


3860 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the **Secretary of State of Florida** the foregoing **CERTIFICATE OF INCORPORATION**, this 17 day of **JANUARY, 1997**.

WITNESSES:



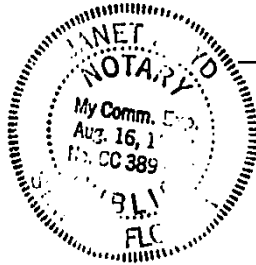

_____ **ANTHONY COMPAGNONE**



STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **ANTHONY COMPAGNONE**, personally known to me or has produced _____ as identification, and she acknowledged before me that she executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 17 day of **JANUARY, 1997**.



Janet Boyd

NOTARY PUBLIC

CERTIFICATE OF REGISTERED AGENT

In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

COMTRUST DEVELOPMENT CORPORATION, a corporation desiring to organize under the Laws of the State of Florida, has named **JOHN J. MURPHY III, ESQ.**, as its initial Registered Agent, and the initial street address of the initial registered office of said agent is:

3860 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN J. MURPHY III, ESQ.